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Attorneys for Movants and Proposed Lead Counsel

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

JOEL EICHENHOLTZ, Individually)
And On Behalf Of All Others)
Similarly Situated,)

Plaintiff,)

vs.)

VERIFONE HOLDINGS, INC.,)
DOUGLAS G. BERGERON and)
BARRY ZWARENSTEIN,)
Defendants.)

NO. 3:07-CV-06140-MHP

**[PROPOSED] ORDER CONSOLIDATING
RELATED ACTIONS, APPOINTING THE
ISRAELI INSTITUTIONAL INVESTOR GROUP
AS LEAD PLAINTIFF AND APPROVING
LEAD PLAINTIFF'S SELECTION OF LEAD
COUNSEL**

Date: March 10, 2008

Time: 2:00 p.m.

Hon. Marilyn Hall Patel

No. 3:07-CV-06140-MHP

PETER LEIN, Individually)
 And On Behalf Of All Others) CIVIL ACTION NO. 3:07-CV-06195-JSW
 Similarly Situated,)

) Judge: Hon. Jeffrey S. White

)
 Plaintiff,)

)
 vs.)

)
 VERIFONE HOLDINGS, INC.,)
 DOUGLAS G. BERGERON and)
 BARRY ZWARENSTEIN,)

)
 Defendants.)

)
 BRIAN VAUGHN, et al., Individually)
 And On Behalf Of All Others) CIVIL ACTION NO.: 3:07-CV-06197-VRW
 Similarly Situated,)

) Judge: Hon. Vaughn R. Walker

)
 Plaintiff,)

)
 vs.)

)
 VERIFONE HOLDINGS, INC.,)
 DOUGLAS G. BERGERON and)
 BARRY ZWARENSTEIN,)

)
 Defendants.)

)
 ALBERT L. FELDMAN, et al.,)
 Individually And On Behalf Of All) CIVIL ACTION NO.: 3:07-CV-06218-MMC
 Others Similarly Situated,)

) Judge: Hon. Maxine M. Chesney

)
 Plaintiff,)

)
 vs.)

)
 VERIFONE HOLDINGS, INC.,)
 DOUGLAS G. BERGERON and)
 BARRY ZWARENSTEIN,)

)
 Defendants.)

)
 DONALD CERINI, Individually)
 And On Behalf Of All Others) CIVIL ACTION NO.: 3:07-CV-06228-SC

1	Similarly Situated,)	
2)	Judge: Hon. Samuel Conti
3	Plaintiff,)	
4	vs.)	
5	VERIFONE HOLDINGS, INC.,)	
6	DOUGLAS G. BERGERON and)	
7	BARRY ZWARENSTEIN,)	
8	Defendants.)	
9	WESTEND CAPITAL)	
10	MANAGEMENT, LLC, Individually)	CIVIL ACTION NO.: 3:07-CV-06237-MMC
11	And On Behalf Of All Others)	
12	Similarly Situated,)	Judge: Hon. Maxine M. Chesney
13	Plaintiff,)	
14	vs.)	
15	VERIFONE HOLDINGS, INC.,)	
16	DOUGLAS G. BERGERON and)	
17	BARRY ZWARENSTEIN,)	
18	Defendants.)	
19	KURT HILL, Individually)	
20	And On Behalf Of All Others)	CIVIL ACTION NO.: 3:07-CV-06238-MHP
21	Similarly Situated,)	Judge: Hon. Marilyn Hall Patel
22	Plaintiff,)	
23	vs.)	
24	VERIFONE HOLDINGS, INC.,)	
25	DOUGLAS G. BERGERON and)	
26	BARRY ZWARENSTEIN,)	
27	Defendants.)	
28	DANIEL OFFUTT, Individually)	
	And On Behalf Of All Others)	CIVIL ACTION NO.: 3:07-CV-06241-JSW
	Similarly Situated,)	Judge: Hon. Jeffrey S. White

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Plaintiff,)	
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vs.)	
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VERIFONE HOLDINGS, INC.,)	
DOUGLAS G. BERGERON and)	
BARRY ZWARENSTEIN,)	
)	
Defendants.)	
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EDWARD FEITEL, Individually)	
And On Behalf Of All Others)	CIVIL ACTION NO.: 4:08-CV-00118-CW
Similarly Situated,)	
)	Judge: Hon. Claudia Wilken
)	
Plaintiff,)	
)	
vs.)	
)	
VERIFONE HOLDINGS, INC.,)	
DOUGLAS G. BERGERON and)	
BARRY ZWARENSTEIN,)	
)	
Defendants.)	
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ORDER

Having considered the Israeli Institutional Investor Group's Motion for Consolidation, Appointment as Lead Plaintiff and Approval of Selection of Lead Counsel (the "Motion"), the record herein, and for good cause appearing therefore, this Court ORDERS the following:

1. All related actions are hereby consolidated pursuant to Fed. R. Civ. P. 42(a) under the heading *In re VeriFone Holdings, Inc.*, Civil Action No. 3:07-CV-06140 (the "Consolidated Action");

2. The Israeli Institutional Investor Group is appointed as Lead Plaintiff in the Consolidated Action pursuant to Section 21D(a)(3)(B) of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. § 78u-4(a)(3)(B), as amended by the Private Securities Litigation Reform Act of 1995; and

3. The law firm of Chitwood Harley Harnes LLP is hereby APPOINTED as Lead Counsel and the firm of Schubert & Reed LLP is hereby APPOINTED as Liaison Counsel for Lead Plaintiff and the proposed class, pursuant to Section 21D(a)(3)(B) of the Exchange Act, 15 U.S.C. § 78u-4(a)(3)(B), as amended by the Private Securities Litigation Reform Act of 1995, in the Consolidated Action.

IT IS SO ORDERED

DATED: _____

The Honorable Marilyn Hall Patel
United States District Court Judge

submitted by:

Robert C. Schubert (State Bar No. 62684)

Juden Justice Reed (State Bar No. 153748)

Willem F. Jonckheer (State Bar No. 178748)

[Proposed] Order Consolidating Related Actions, Appointing the Israeli Institutional Investor Group as Lead Plaintiff and Approving Lead Plaintiff's Selection of Lead Counsel
No. 3:07-CV-06140

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